

THE COMPANIES ACTS 1985 and 1989

COPY SPECIAL RESOLUTIONS OF LONDON COMPANY OF KINGDOM WITNESSES

COMPANY NUMBER 355443

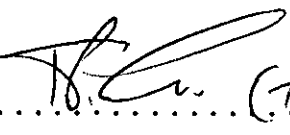
At the Extraordinary General Meeting of the Members of the above-named Company duly convened and held at IBSA House, The Ridgeway, London NW7, on June 1, 1993, the following Special Resolutions were duly passed:

- (1) IT IS RESOLVED that, in order to empower the cancellation of the Company's share capital in accordance with Resolution (2) below, the Articles of the Company be amended by inserting a new Article 5A immediately after the existing Article 5 reading as follows -

"5A. The Company may by Special Resolution resolve to cancel all or any of the shares in the Company whether unissued or issued and in case any share or shares so cancelled are issued the shareholder or shareholders thereof shall upon such cancellation be entitled to the return of the capital paid upon such cancelled share or shares."

- (2) IT IS RESOLVED that the entire share capital of £100 divided into 100 shares of £1 each be cancelled forthwith whether any such share be issued or not and that in the case of each issued share so cancelled there be returned to the holder thereof the capital of £1 paid up thereon.

(3) IT IS RESOLVED that the existing Articles of the Company shall henceforth cease to apply and that the new Articles in the form of the draft now presented to the meeting (and for the purposes of identification to be initialled by the Chairman for attaching to the minutes of the meeting) forthwith be adopted in their stead.

Signed.......... (T.P. Cusick).....
Secretary
